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OF COUNSEL  
URBAN A. LESTER

18642

RECORDATION NO. \_\_\_\_\_ FILED 1425

JAN 6 - 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

January 6, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

LICENSING BRANCH

JAN 6 9 43 AM '94  
OFFICE OF THE  
SECRETARY

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one executed and one certified copy of a Memorandum of Lease Agreement dated as of December 29, 1993, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Lessor: Asea Brown Boveri AG & Co. Leasing KG  
Kallstradter Strasse 1  
D-68309 Mannheim 31  
Germany

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

*Enclosed 1/6/94*  
*C. Alvord*

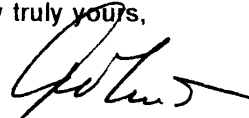
Mr. Sidney L. Strickland, Jr.  
January 6, 1994  
Page 2

Kindly return a stamped copy of the enclosed document to the undersigned at  
Alvord and Alvord, 918 - 16th Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the  
Commission's Index is:

Memorandum of Lease Agreement dated as of December 29, 1993  
between New Jersey Transit Corporation, Lessee and Asea Brown  
Boveri AG & Co. Leasing KG, Lessor covering 22 Arrow III multiple unit  
passenger rail cars bearing serial numbers in the series 1344 through  
1519.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

**SCHEDULE A**

**DESCRIPTION OF THE ITEMS OF EQUIPMENT**

Twenty-two (22) Arrow III multiple unit passenger rail cars, Serial Numbers as set forth below:

	<u>Serial Number</u>	<u>Car Type</u>
1.	1420	A
2.	1421	B
3.	1480	A
4.	1481	B
5.	1496	A
6.	1497	B
7.	1354	A
8.	1355	B
9.	1426	A
10.	1427	B
11.	1434	A
12.	1435	B
13.	1344	A
14.	1345	B
15.	1368	A
16.	1369	B
17.	1510	A
18.	1511	B
19.	1518	A
20.	1519	B
21.	1446	A
22.	1447	B

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

1/6/94

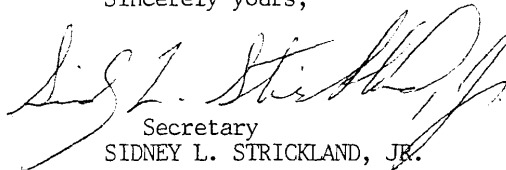
Robert W. Alvord  
Alvord & Alvord  
918 16th St N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 1/6/94 at 9:50am, and assigned  
recordation number(s).

18641 & 18642

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18642 FILED 1425

JAN 6 - 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

District of Columbia : SS

I, Robert W. Alvord, being duly sworn do hereby certify that the attached "Memorandum of Lease Agreement [1993-C]" dated as of December 29, 1993 between Asea Brown Boveri AG & Co. Leasing KG and New Jersey Transit Corporation consisting of five pages, is a true and complete copy of the original thereof.



ROBERT W. ALVORD

Subscribed and sworn to before me this 5th day of January 1994.

  
NOTARY PUBLIC

My Commission expires: August 14, 1997

18642  
REGISTRATION NO. FILED 1425

JAN 6 - 1994 - 9 50 AM

MEMORANDUM OF LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT [1993-C] is made and entered into as of December 29, 1993 between Asea Brown Boveri AG & Co. Leasing KG, a kommanditgesellschaft organized and existing under the laws of the Federal Republic of Germany ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("Lessee").

WITNESSETH:

1. Pursuant to the Lease Agreement [1993-C], dated as of December 17, 1993 (the "Lease"), and a Lease Supplement dated as of December 29, 1993, Lessor has leased unto Lessee certain Arrow III Multiple Unit Passenger Rail Cars, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for a Basic Lease Term commencing on December 29, 1993 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on December 29, 2008 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: Asea Brown Boveri AG & Co. Leasing KG  
Kallstadter Strasse 1  
D-68309 Mannheim  
Federal Republic of Germany  
Attention: General Manager  
Tel. #: 0621/381-6676

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105  
Attention: Assistant Executive  
Director for Corporate Affairs  
Tel. #: (201) 491-7000

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

NEW JERSEY TRANSIT CORPORATION

By: H. Charles Wedel  
H. Charles Wedel  
Chief Financial Officer  
and Treasurer

ASEA BROWN BOVERI AG & CO.  
LEASING KG

By: ABB Metallurgy GmbH,  
its Managing Partner

By: Jürgen Mössner  
Jürgen Mössner  
General Manager

**CORPORATE ACKNOWLEDGMENT**

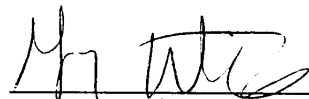
**(Pursuant to 49 C.F.R. 1177.3)**

**FEDERAL REPUBLIC OF GERMANY :**

**SS.:**

**POTSTDAM:**

On this 17th day of December, 1993, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer and Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Gary M. Wingens, Esq.  
An Attorney at Law  
of New Jersey



**CORPORATE ACKNOWLEDGMENT**

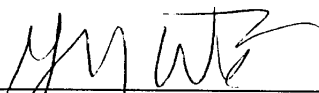
**(Pursuant to 49 C.F.R. 1177.3)**

**FEDERAL REPUBLIC OF GERMANY :**

**ss.:**

**POTSDAM:**

On this 17th day of December, 1993, before me personally appeared Jürgen Mössner, to me personally known, who being by me duly sworn, says that (s)he is the General Manager of ABB Metallurgy GmbH, the Managing Partner of Asea Brown Boveri AG & Co. Leasing KG, that the foregoing instrument was signed and sealed on behalf of said kommanditgesellschaft by due authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said kommanditgesellschaft.

  
\_\_\_\_\_  
Gary M. Wingens  
An Attorney at Law  
of New Jersey

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Twenty-two (22) Arrow III multiple unit passenger rail cars, Serial Numbers as set forth below:

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21.	1446	A
22.	1447	B